



**FINAL RESULTS  
PRESENTATION**

for the year ended 30 June 2012



## FINANCIAL HIGHLIGHTS

- **Total comparable dividend per share**
- **Comparable headline earnings per share**
- **Intrinsic value per share** (since 30 June 2011)
- **Intrinsic value per share** (adjusted for Implats and CGT increase)

25.1%

26.1%

12.2%

16.7%

## SALIENT FEATURES

	12 Months June 2012	12 Months June 2011	15 Months June 2011
<b>Headline earnings (R'million)</b>	<b>5 113</b>	4 049	5 555
		+ 26.3%	- 8.0%
<b>Headline earnings per share (cents)</b>	<b>994.6</b>	788.8	1 082.4
		+ 26.1%	- 8.1%
<b>Earnings per share (cents)</b>	<b>1 805.9</b>	Na	2 112.4
			- 14.5%
<b>Total gross dividend per share (cents)</b>	<b>314.0</b>	251.0	314.0
		+ 25.1%	-
<b>Dividend per share incl Implats (cents)</b>	<b>1 042.0</b>	251.0	314.0
		+ 315.1%	+ 231.8%

Na – Not available

## INVESTMENT ACTIVITIES: DEC 2011 TO JUN 2012

### Dorbyl

- During February 2012 Remgro disposed of 11 839 510 shares in Dorbyl for a nominal amount
- Remgro's remaining 6.5% interest (2 218 836 shares) was disposed of during September 2012

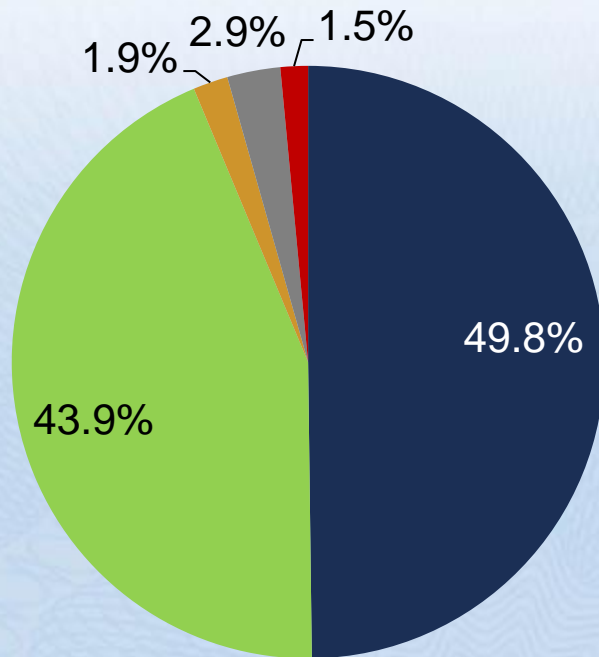
### Implats

- On 25 June 2012, Remgro's investment in Implats was distributed to Remgro shareholders, as a dividend *in specie*, in the ratio 5.16582 Implats shares for every 100 Remgro shares – effective special dividend of R7.28 per share
- A profit of R3 453 million was realised
- STC credits being utilised: R3 759 million

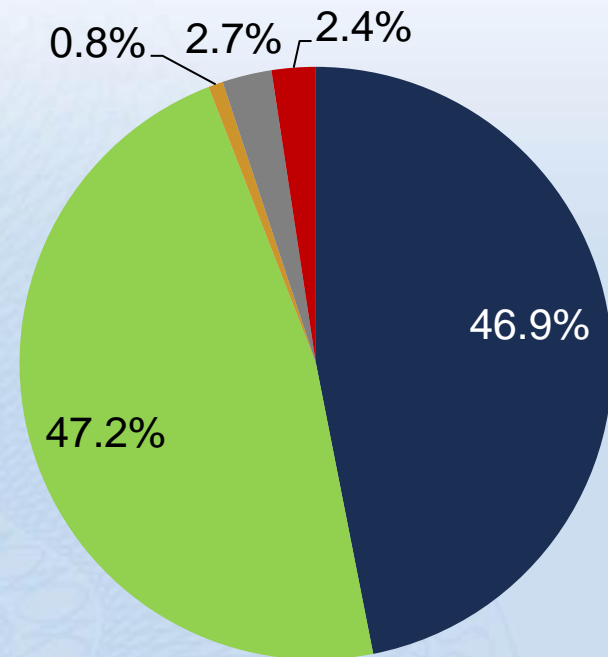
# CONTRIBUTION TO HEADLINE EARNINGS

(EXCL OTHER, TREASURY AND CORPORATE COSTS)

**12 Months to 30 June 2012**



**12 Months to 30 June 2011**



Financial
  Industrial
  Media  
 Mining
  Technology

Financial
  Industrial
  Media  
 Mining
  Technology

## SUMMARY OF HEADLINE EARNINGS

R'million	% Change	12 Months Jun 2012	12 Months Jun 2011
Financial services	32.5	<b>2 538</b>	1 915
Industrial interests	15.9	<b>2 236</b>	1 930
Media interests	200.0	<b>93</b>	31
Mining interests	32.1	<b>148</b>	112
Technology interests	(20.6)	<b>77</b>	97
Other investments	(12.0)	<b>22</b>	25
Central treasury	84.2	<b>140</b>	76
Other net corporate costs	(2.9)	<b>(141)</b>	(137)
<b>Headline earnings</b>	<b>26.3</b>	<b>5 113</b>	<b>4 049</b>

## FINANCIAL SERVICES

R'million	Headline earnings			Intrinsic value		
	% Change	12 Months Jun 2012	12 Months Jun 2011	% Change	30 Jun 2012	30 Jun 2011
RMBH	24.4	<b>1 261</b>	1 014	16.1	<b>13 758</b>	11 846
RMI Holdings	319.7	<b>768</b>	183	22.0	<b>7 810</b>	6 404
FirstRand	(29.1)	<b>509</b>	718	33.0	<b>5 801</b>	4 363
<b>Total</b>	<b>32.5</b>	<b>2 538</b>	<b>1 915</b>	<b>21.0</b>	<b>27 369</b>	<b>22 613</b>

- Due to extensive corporate actions, the results should be looked at in total
- In order to facilitate the BEE transactions with Royal Bafokeng, Remgro's shareholding in RMBH reduced from 31.5% to 27.9% and in RMI from 34.9% to 30.3%
- Both FNB and Wesbank reported strong operational performances

## INDUSTRIAL INTERESTS: LISTED INVESTMENTS

R'million	Headline earnings/(loss)			Intrinsic value		
	% Change	12 Months Jun 2012	12 Months Jun 2011	% Change	30 Jun 2012	30 Jun 2011
Mediclinic	3.6	<b>491</b>	474	20.8	<b>10 601</b>	8 776
Distell	(1.2)	<b>324</b>	328	25.6	<b>5 935</b>	4 725
Rainbow Chicken	(10.5)	<b>197</b>	220	(9.1)	<b>3 140</b>	3 455
Grindrod	Nm	<b>88</b>	-	Nm	<b>1 871</b>	-
Nampak	Nm	-	33	-	-	-
Other (incl unlisted)	(100.0)	<b>(26)</b>	(13)	(7.2)	<b>424</b>	457
<b>Balance C/F</b>	<b>3.1</b>	<b>1 074</b>	<b>1 042</b>	<b>26.2</b>	<b>21 971</b>	<b>17 413</b>



# INDUSTRIAL INTERESTS: UNLISTED INVESTMENTS

(Industrial interests – *continued*)

R'million	Headline earnings			Intrinsic value		
	% Change	12 Months Jun 2012	12 Months Jun 2011	% Change	30 Jun 2012	30 Jun 2011
<b>Balance B/F</b>	<b>3.1</b>	<b>1 074</b>	<b>1 042</b>	<b>26.2</b>	<b>21 971</b>	<b>17 413</b>
Unilever SA	17.6	<b>367</b>	312	32.2	<b>7 026</b>	5 313
Tsb Sugar	162.7	<b>352</b>	134	20.3	<b>3 372</b>	2 804
Air Products	30.2	<b>181</b>	139	22.9	<b>2 774</b>	2 257
KTH/KTI	57.6	<b>93</b>	59	-	<b>1 667</b>	1 667
Total SA	(35.1)	<b>124</b>	191	(11.4)	<b>1 217</b>	1 374
PGSI	(94.4)	<b>1</b>	18	0.5	<b>585</b>	582
Wispeco	25.7	<b>44</b>	35	2.0	<b>350</b>	343
<b>Total</b>	<b>15.9</b>	<b>2 236</b>	<b>1 930</b>	<b>22.7</b>	<b>38 962</b>	<b>31 753</b>

## UNILEVER SA (25.8%interest)

(Industrial interests – *continued*)



R'million	% Change	12 Months Jun 2012	12 Months Jun 2011
Revenue	11.0	<b>14 572</b>	13 124
Profit after tax	41.8	<b>1 739</b>	1 226

- The increase in revenue was mainly driven by:
  - volume and price growth in the Powders category with the launch of new detergent products;
  - the performance of the Sara Lee brands; and
  - expansion of other product ranges
- Revenue growth and higher margins contributed to the increase in profit after tax

# TSB SUGAR (100% interest)

(Industrial interests – *continued*)



R'million	12 Months Jun 2012	15 Months Jun 2011
Revenue - Sugar (including 13.1% exports)	<b>4 621</b>	4 905
Headline earnings	<b>352</b>	187
	2011/2012 Season	2010/2011 Season
Sugar production (tons)	<b>615 046</b>	586 239

- Results were positively impacted by:
  - higher average world sugar prices achieved, combined with a weaker rand; and
  - growth in production and sales volumes
- Tsb Sugar's share of South African sugar production increased from 30.7% to 33.7%:
  - favourable climatic conditions; and
  - good factory performance
- The contribution from Royal Swaziland Sugar - R73 million (2011: R42 million)
- The Nkomazi Tenbosch Land Claim has been settled
- The land claim affecting the Pongola region has been delayed – not significant

# TOTAL SA (24.9% interest)

(Industrial interests – *continued*)



R'million	% Change	12 Months 30 Jun 2012	12 Months 30 Jun 2011
Revenue	23.2	<b>31 373</b>	25 464
Operating profit	(36.4)	<b>785</b>	1 234
Headline earnings	(34.8)	<b>497</b>	762

- The weaker results are mainly as a result of the stock revaluation losses of R111 million (2011: gains of R675 million), resulting from a lower international oil price in Rand terms
- Marketing and refining margins have improved, partially off-setting the above losses
- Financing costs have decreased by R34 million to R57 million
- Retail sales of petroleum products continued to achieve lower levels than prior years (0.4% decrease) due to petrol pump prices above the R10 per litre level, changing customer behaviour
- Total's market share slightly decreased as a result of focused selection of general trade customers
- Natref (Total has a 36% interest) experienced a stable throughput and reliability for the period with refining margins improving

## AIR PRODUCTS (50% interest)

(Industrial interests – *continued*)



R'million	% Change	12 Months 31 March 2012	12 Months 31 March 2011
Revenue	10.1	<b>1 549</b>	1 407
Operating profit	21.2	<b>543</b>	448

- Operating profit positively impacted by mark-to-market profits of R30 million on forex contracts
- Modest sales volume increases in most business segments

## WISPECO (100% interest)

R'million	% Change	12 Months 30 Jun 2012	12 Months 30 Jun 2011
Revenue	17.1	<b>1 055</b>	901

- Revenue increase driven by good sales volumes, prices remained consistent
- Gross margin declined resulting from intense competition and growth in imports, overhead costs stable
- Turnaround in the Sheerline business gained momentum with the subsequent merger with XLine Aluminium Solutions

## KTH (27.5% interest)

(Industrial interests – *continued*)

R'million	12 Months 30 Jun 2012
Headline profit (KTH only formed 1 July 2011)	<b>338</b>

- In excess of R14 billion in assets and a net asset value of R9.3 billion
- The headline profit mainly due to positive fair value adjustments on the investments in Exxaro Resources and MMI Holdings

## PGSI (28.5% interest)

R'million	% Change	12 Months 30 Jun 2012	12 Months 30 Jun 2011
Revenue	7.2	<b>3 138</b>	2 928
Operating profit	(42.3)	<b>86</b>	149

- Operating profit affected by:
  - weak demand in the domestic market with low building sector activity;
  - surplus of glass in world markets, which depresses prices; and
  - industry strikes in first six months

## MEDIA INTERESTS

R'million	Headline earnings/(loss)			Intrinsic value		
	% Change	12 Months Jun 2012	12 Months Jun 2011	% Change	30 Jun 2012	30 Jun 2011
Sabido	11.2	<b>129</b>	116	25.8	<b>1 768</b>	1 405
MARC	165.7	<b>11</b>	(17)	-	<b>168</b>	168
Other interests	30.9	<b>(47)</b>	(68)	250.0	<b>56</b>	16
<b>Total</b>	<b>200.0</b>	<b>93</b>	<b>31</b>	<b>25.4</b>	<b>1 992</b>	<b>1 589</b>

- MARC's June 2011 results include a negative fair value adjustment of R22 million, relating to the convertible preference shares
- One Digital Media was sold during April 2012 – no income was accounted for
- PTH reported a loss for the year of R35 million (2011: R37 million loss)

## SABIDO (31.6% interest)

(Media interests – *continued*)

R'million	% Change	12 Months 31 March 2012	12 Months 31 March 2011
Revenue	16.5	<b>1 884</b>	1 617
Operating profit	21.5	<b>706</b>	581
Headline earnings (before amortisation)	10.0	<b>441</b>	401

- Sabido has a range of media interests, the most significant being e.tv and eNews channel
- Aggressive growth in pay television, impacting negatively on audience share for free-to-air services
- All Media Products Survey indicates that e.tv's audience for December 2011 has grown by 4% to 16.1 million viewers
- Continued delays in launching digital terrestrial television mean that e.tv and other terrestrial broadcasters will continue to lose market share to multi-channel pay-television
- Net advertising sales were ahead of target for the period and operating costs remained stable



## MINING INTERESTS

R'million	Headline earnings			Intrinsic value		
	% Change	12 Months Jun 2012	12 Months Jun 2011	% Change	30 Jun 2012	30 Jun 2011
Implats	32.1	148	112	Nm	-	4 862

- Dividend received from Implats
- Unbundled to Remgro shareholders during June 2012

## TECHNOLOGY INTERESTS

R'million	Headline earnings/(loss)			Intrinsic value		
	% Change	12 Months Jun 2012	12 Months Jun 2011	% Change	30 Jun 2012	30 Jun 2011
CIV group	(4.5)	85	89	25.4	1 550	1 236
SEACOM	10.0	(27)	(30)	(12.4)	926	1 057
Other	26.7	19	15	(18.7)	226	278
Tracker	Nm	-	23	Nm	-	1 196
<b>Total</b>	<b>(20.6)</b>	<b>77</b>	<b>97</b>	<b>(28.3)</b>	<b>2 702</b>	<b>3 767</b>

- Tracker was sold in October 2011

# CIV GROUP

(Technology interests – *continued*)



CIV FNS (incl DFA) (43.8% interest) R'million	% Change	12 Months 31 March 2012	12 Months 31 March 2011
Revenue	9.6	<b>549</b>	501
Operating profit	(2.5)	<b>232</b>	238
Headline earnings	(70.4)	<b>29</b>	98

- Dark Fibre Africa's (DFA's) headline earnings decreased by 35% to R76 million (2011: R117 million) despite additional sections of the company's fibre optic network having been completed
- Finance costs increased by R60 million due to a reduction in the capitalisation of interest
- Active in the power, telecommunication and information technology sectors
- DFA – constructs and owns fibre optic networks and is biggest asset in group
- DFA has 2 586 base receivers and signed commercial lease agreements with 38 telecommunications providers (annuity-income based)
- A total distance of 6 185km of fibre has been completed

## SEACOM (25% INTEREST)

(Technology interests – *continued*)

- In terms of the agreement between the shareholders of SEACOM, limited financial disclosure is allowed
- SEACOM launched the first terabit undersea fibre-optic cable to connect Southern and Eastern Africa with Europe and Asia in July 2009
- The cable connects South Africa, Mozambique, Tanzania, Kenya and Djibouti and onwards with the world via landing points in France, onwards to London and India
- Revenue is accounted for over 20 years (provide bandwidth in the form of “indefeasible right of use”)
- SEACOM reported a loss of R107 million (2011: R204 million loss) for the year under review
- The dividend received for the year was R95 million and the accumulative dividends received, since Remgro acquired SEACOM in August 2009, amounted to R180 million
- The arrival of the Western African Cable System and recent upgrades on EASSy (Southern and Eastern Africa) resulted in downward pricing pressure
- With affordability improving, demand elasticity is ensuring growth in demand

## OTHER INVESTMENTS, TREASURY AND CORPORATE COSTS

R'million	Headline earnings/(loss)			Intrinsic value		
	% Change	12 Months Jun 2012	12 Months Jun 2011	% Change	30 Jun 2012	30 Jun 2011
Other investments	(12.0)	22	25	32.3	839	634
Central treasury	84.2	140	76	42.3	8 327	5 852
Other net corporate costs	(2.9)	(141)	(137)	118.0	1 622	744
<b>Total</b>	<b>158.3</b>	<b>21</b>	<b>(36)</b>	<b>49.2</b>	<b>10 788</b>	<b>7 230</b>

- Business Partners' contribution to headline earnings amounted to R12 million (2011: R18 million)
- Higher average cash balances resulted in increased contribution from central treasury
- Increase in corporate costs due to higher share scheme costs resulting from the adjustment to the offer prices of share appreciation rights held by participants as a result of the Implats unbundling

## SUMMARY OF INTRINSIC VALUE

R'million	As at 30 Jun 2011	As at 30 Jun 2012	% Change	% of Total
RMBH and FirstRand	16 209	<b>19 559</b>	20.7	23.9
Mediclinic	8 776	<b>10 601</b>	20.8	13.0
RMI Holdings	6 404	<b>7 810</b>	22.0	9.5
Unilever	5 313	<b>7 026</b>	32.2	8.6
Distell	4 725	<b>5 935</b>	25.6	7.3
Other investments	30 387	<b>30 882</b>	1.6	37.7
<b>Net asset value</b>	<b>71 814</b>	<b>81 813</b>	<b>13.9</b>	<b>100.0</b>
Potential CGT liability	(1 965)	<b>(3 319)</b>	(68.9)	
<b>Intrinsic NAV after tax</b>	<b>69 849</b>	<b>78 494</b>	<b>12.4</b>	
Shares in issue (million)	513.7	514.3	0.1	
Intrinsic value per share (Rand)	135.97	152.61	12.2	

# VALUATION OF UNLISTED INVESTMENTS

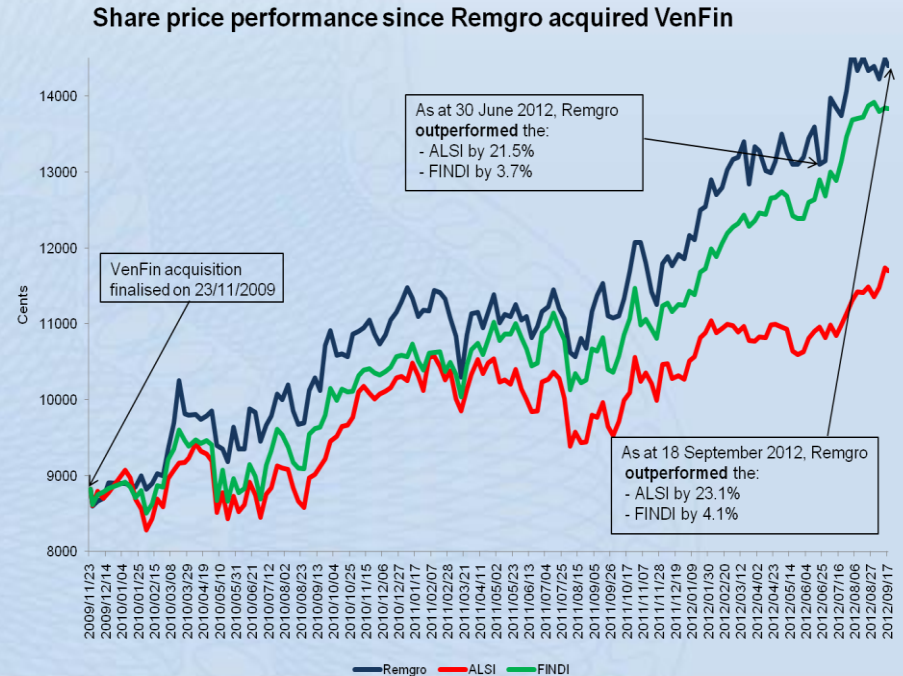
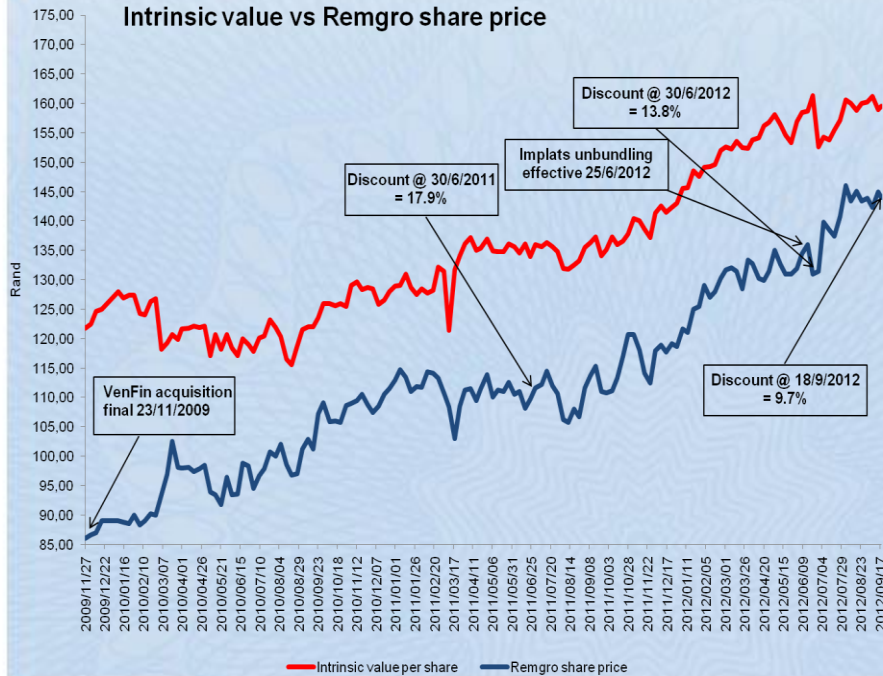
**Factors taken into consideration in determining the directors' valuation:**

- Growth potential and risk;
- Underlying NAV;
- Profit history; and
- Cash flow projections

<b>Unlisted investment</b>	<b>Valuation method</b>	<b>Discount</b>
Unilever SA	Discounted cash flow	No
Total SA	Historic PE ratio	Yes
Tsb Sugar	Discounted cash flow	No
Air Products	Discounted cash flow	No
KTH	Sum-of-the-parts	Yes
Wispeco	Discounted cash flow	No
PGSI	Discounted cash flow	Yes
CIV group	Discounted cash flow	Yes
MARC	Discounted cash flow	Yes
Sabido	Historic PE ratio	Yes
SEACOM	Discounted cash flow	Yes

# INTRINSIC VALUE

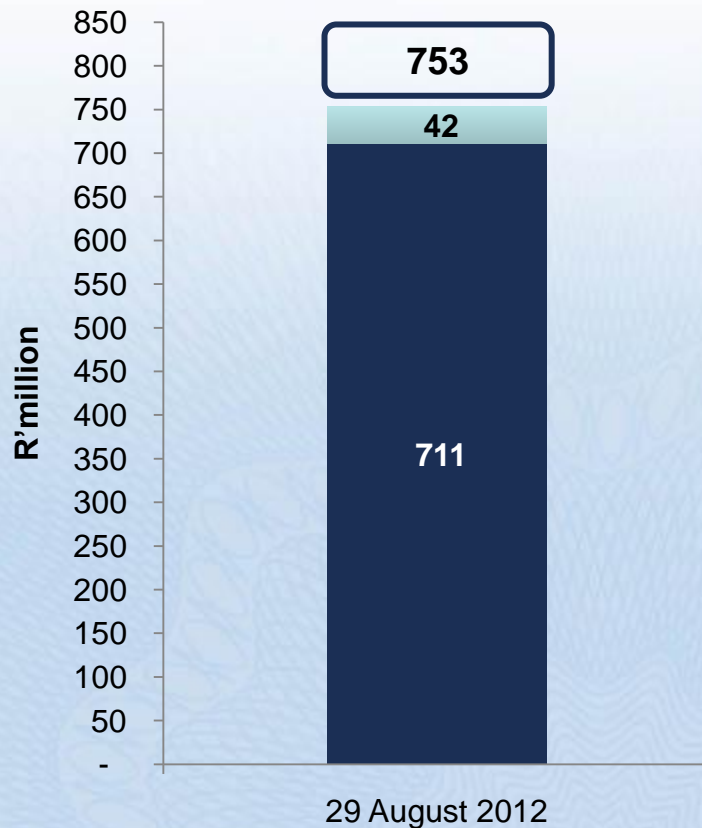
	As at 30 Jun 2012	As at 30 Jun 2011	% Change
<b>Discount to NAV</b>	<b>13.8%</b>	<b>17.9%</b>	
- Intrinsic value – after CGT (Rand)	152.61	135.97	12.2
- Closing share price (Rand)	131.49	111.60	17.8





# UNLOCKING SHAREHOLDER VALUE

## Capevin Holdings - restructure



Capevin Holdings' discount to its intrinsic value decreased from 26.1% to 14.5%, benefitting its shareholders with R332 million

R'million	Remgro interest	Value of Capevin interest in Distell	% Discount
<b>Prior to restructure – 14 March 2012</b>			
Capevin Holdings	204	276	26.1
Capevin Investments	388	457	15.1
	<b>592</b>	<b>733</b>	<b>19.2</b>
Movement in Distell share price from 14 March 2012 to 29 August 2012		20.2%	
<b>Subsequent to restructure – 29 August 2012</b>			
Capevin Holdings			
Increased value due to Distell share price	711	881	19.2
Market value	753	881	14.5
<b>Value unlocked due to restructure</b>	<b>42</b>		

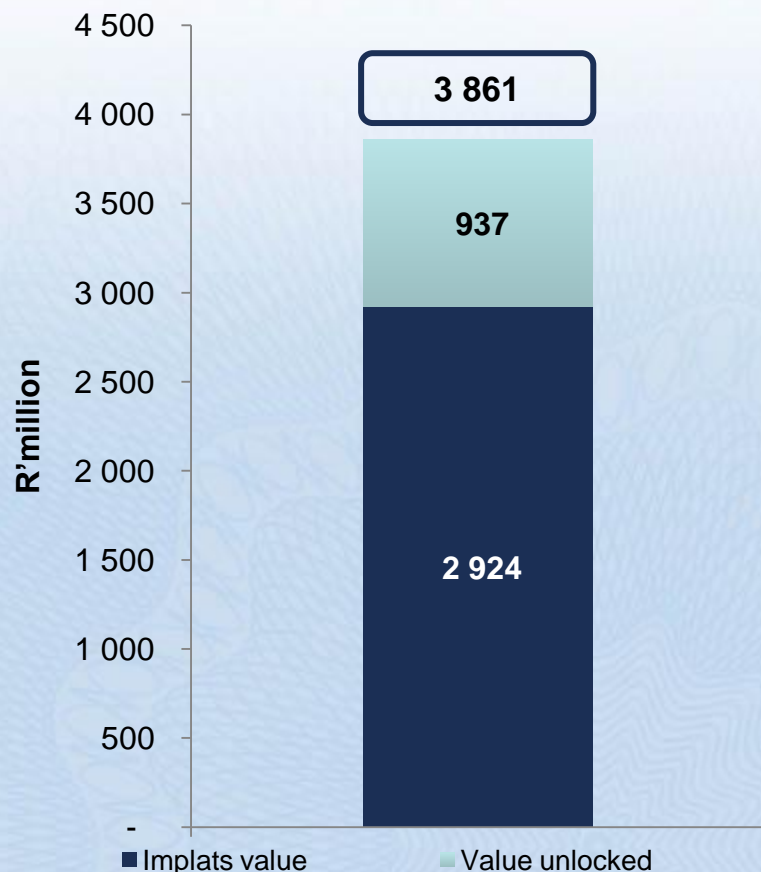
■ Increased value due to Distell share price increase

■ Value unlocked due to restructure

Market value

# UNLOCKING SHAREHOLDER VALUE (continued)

## Implats unbundling



Value received by shareholders at LDT – 15 June 2012

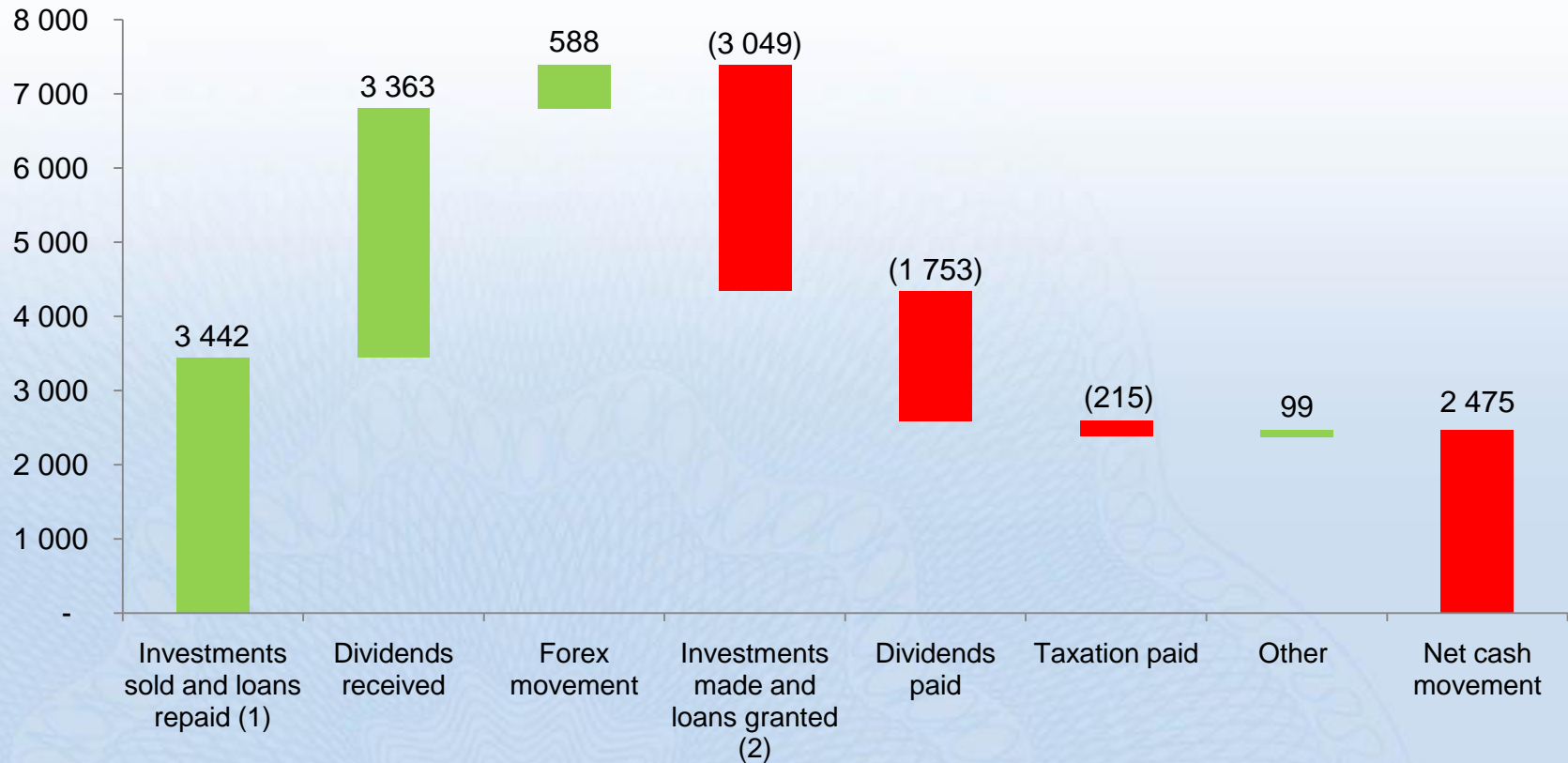
Value unlocked	R'million
Implats market value	3 861
CGT liability associated with investment	(219)
Remgro's discount to NAV	(718)
<b>Implats value accounted for in share price</b>	<b>2 924</b>
Tax expense	-
<b>Cost of unbundling to Remgro</b>	<b>2 924</b>
Shareholders received shares amounting to	3 861
<b>Value unlocked</b>	<b>937</b>

- Values based on 15 June 2012 – LDT
- Additional saving not included : STC credits utilised as at 18 June 2012 – R3 759 million

## TOTAL CASH AT THE CENTRE

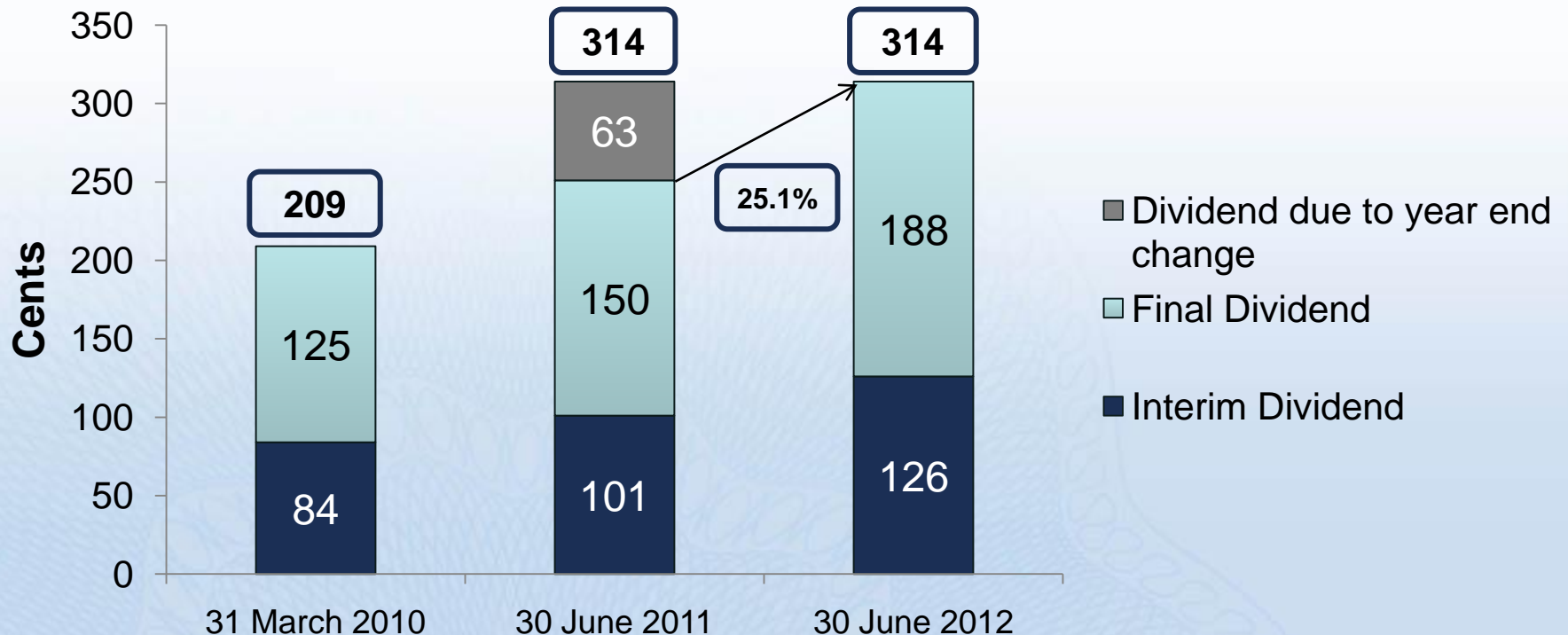
R'million	As at 30 Jun 2012		
	Local	Offshore	Total
Per Statement of financial position	4 515	1 969	6 484
Investment money market funds	-	2 344	2 344
Cash at operating subsidiaries	(494)	(7)	(501)
<b>Cash at the centre</b>	<b>4 021</b>	<b>4 306</b>	<b>8 327</b>
<b>Cash held in the following currencies</b>		<b>% of total</b>	<b>R'million</b>
South African Rand		48.7	4 054
US Dollar		36.3	3 021
Euro		8.0	666
British Pound		3.3	278
Swiss Franc		3.7	308
		<b>100.0</b>	<b>8 327</b>

# CASH AT THE CENTRE MOVEMENT



1. The major investments sold included the sale of the interest in RMBH and RMI (R2 091 million) to Royal Bafokeng and Tracker (R1 226 million)
2. The major investments made and loans granted relate to the acquisition of shares in Grindrod (R2 089 million), DFA (R248 million) and other smaller investments (R712 million) in various unlisted investments

## CASH DIVIDEND



- 314 cents equates to a dividend cover of 3.2 times, based on HEPS
- The total dividend for the 12 months was increased by 25.1%, excluding the 63 cents per share paid for the previous 15 month period ended June 2011 to compensate for the additional 3 months
- On 30 June 2012, Remgro and its wholly-owned subsidiaries had STC credits of R5 132 million (31 December 2011: R8 790 million estimated) to be utilised by 31 March 2015

## EVENTS AFTER 30 JUNE 2012

### Capevin Investments

- The effective date of the Capevin Investments restructure was 13 August 2012
- The transaction did not affect Remgro's direct interest in Distell

### MARC

- During September 2012, Remgro received an offer from Kagiso Media to acquire the entire capital of MARC for R335 million plus R10 million in respect of a shareholder loan
- The transaction is subject to certain suspensive conditions, which include Remgro having to acquire the minority shares not held by it – effective date 31 January 2013

### KTH

- During August 2012 Remgro increased its shareholding in KTH by 7.2% for a total amount of R484.8 million
- Interest in KTH increased from 25.1% to 32.3%

## EVENTS AFTER 30 JUNE 2012 (continued)

### Mediclinic

- On 1 August 2012 Mediclinic announced a comprehensive refinancing of its Swiss and South African debt
- Mediclinic had a R5 billion rights offer, underwritten by Remgro to the amount of R5 billion (R2 billion was sub-underwritten by a third party on a first-out basis)
- On 31 August 2012 all conditions precedent pertaining to the rights offer were fulfilled
- Remgro will subscribe for 75.8 million new Mediclinic shares at R28.63 per share for a total consideration of R2.17 billion
- Underwriting exposure therefore limited to R0.83 billion

# STRATEGY

Criteria	Descriptions
Geography	<ul style="list-style-type: none"> <li>• Southern Africa (particularly Sub-Saharan Africa)</li> </ul>
Sector focus	<ul style="list-style-type: none"> <li>• FMCG</li> <li>• Infrastructure</li> <li>• Healthcare</li> <li>• Media and advertising</li> </ul>
Investment size	<ul style="list-style-type: none"> <li>• Make a meaningful impact</li> </ul>
Investment stake	<ul style="list-style-type: none"> <li>• Sufficient to exercise influence (&gt;20%)</li> </ul>
Listed vs unlisted	<ul style="list-style-type: none"> <li>• Unlisted is preferable</li> </ul>
Disposals	<ul style="list-style-type: none"> <li>• Ex cash flow growth business</li> <li>• No value to be added</li> <li>• Risk profile has changed</li> <li>• Strategic reasons</li> </ul>



## STRATEGY (continued)

- Cleaning up of the Remgro portfolio
- Strengthening existing investments
- Share buy-backs if no meaningful acquisitions or investments can be made

**To ensure shareholder value is unlocked**

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# *Remgro* *Limited*

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